

(Official Form 1) (9/97)

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <b>MIDDLE DISTRICT OF NORTH CAROLINA</b>		<b>Voluntary Petition</b>																		
Name of Debtor (if individual, enter Last, First, Middle): Convenience USA, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): f/k/a Convenience USA LLC		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																		
Soc. Sec./Tax I.D. No. (if more than one, state all): 56-2174766		Soc. Sec./Tax I.D. No. (if more than one, state all):																		
Street Address of Debtor (No. & Street, City, State & Zip Code): 400 W. Main Street, Suite 300 Durham, NC 27701		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																		
County of Residence or of the Principal Place of Business: Durham		County of Residence or of the Principal Place of Business:																		
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																		
Location of Principal Assets of Business Debtor (if different from street address above):																				
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																				
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																				
<b>Type of Debtor</b> (Check all boxes that apply) <input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																		
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																		
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																				
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																				
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Number of Creditors</td> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>			Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				
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THIS SPACE IS FOR COURT USE ONLY

**FILED**  
 01 MAY 21 PM 12:53  
 U.S. BANKRUPTCY COURT  
 GREENSBORO, N.C. BY \_\_\_\_\_

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

Convenience USA, Inc.

**Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)

Location

Where Filed: NONE

Case Number

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of the Debtor** (If more than one, attach additional sheet)

Name of Debtor:

See attached list

Case Number

Date Filed:

District:

Relationship:

Judge:

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

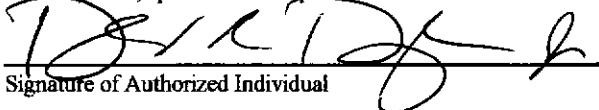
Telephone Number (if not represented by attorney)

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 

Signature of Authorized Individual

DONALD R. DRAUGHON, JR.

Printed Name of Authorized Individual

Chairman/Chief Executive Officer

Title of Authorized Individual

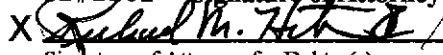
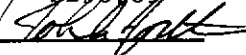
May 20, 2001

Date

SB#2282

Signature of Attorney

SB#6789

X  

Signature of Attorney for Debtor(s)

RICHARD M. HUTSON, II/JOHN A. NORTHEN

Printed Name of Attorney for Debtor(s)

Hutson Hughes &amp; Powell, P.A.

Firm Name

300 W. Morgan Street, Suite 1500

Address

PO Drawer 2252-A □ □ Durham, North Carolina 27702

(919) 683-1561

Telephone Number

May 20, 2001

Date

**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

X

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if the debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 or title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

**SCHEDULE OF AFFILIATES**

<b>NAME</b>	<b>DISTRICT</b>	<b>CASE NO.</b>	<b>RELATIONSHIP</b>	<b>DATE FILED</b>
Holiday Markets of Georgia LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
C-Marts of the Carolinas LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
Florida C-Marts LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
Gant Acquisition LLC	NC Middle	To be assigned	100% ownership by Debtor	5/21/01
Sun Mart LLC	NC Middle	To be assigned	100% ownership by Debtor	5/21/01
Express Stores LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
Georgia C-Marts LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
North Carolina C-Marts LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01
Nugget Oil, Inc.	NC Middle	To be assigned	100% ownership by Debtor	5/21/01
C-USA I LLC	NC Middle	To be assigned	99% ownership by Debtor	5/21/01

## CERTIFICATE OF CORPORATE RESOLUTION

I hereby certify that I am the duly elected and qualified Chairman and Chief Executive Officer of Convenience USA, Inc. (the "Company"), a corporation organized and existing under the law of the State of Delaware; that the following is a true copy of the resolution unanimously adopted by the Board of Directors of the corporation on the 20<sup>th</sup> day of May, 2001, and such resolution is in full force and effect and has not been amended or rescinded:

WHEREAS, the financial condition of the Company necessitates the Company filing for the protections afforded by Title 11, Chapter 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that the Company is authorized to file, in the United States Bankruptcy Court for the Middle District of North Carolina, a Chapter 11 petition and to otherwise proceed under Title 11 of the United States Code; and

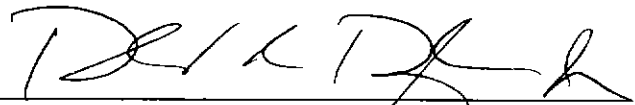
BE IT FURTHER RESOLVED that any officer of the Company be, and hereby is, authorized to execute on behalf of the Company the petition, schedules and any other documents required for the Chapter 11 filing and in all proceedings thereunder; and

BE IT FURTHER RESOLVED that the Company shall employ Hutson Hughes & Powell, P.A. and Northen Blue LLP as its counsel to assist the Company in filing the Chapter 11 petition and in all proceedings thereunder; and

BE IT FURTHER RESOLVED that the Company shall employ Kasowitz, Benson, Torres & Friedman LLP as special counsel to assist the Company in filing the Chapter 11 petition and in all proceedings thereunder; and

BE IT FURTHER RESOLVED, that the Company shall employ The Spectrum Capital Group, LLC as its strategic financial counselors in connection with the filing of the Chapter 11 petition and in all proceedings thereunder.

This the 20<sup>th</sup> day of May, 2001.



Donald R. Draughon, Jr.  
Chairman and Chief Executive Officer

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF NORTH CAROLINA  
DURHAM DIVISION

FILED

01 MAY 21 PM 12:51

U.S. BANKRUPTCY COURT  
GREENSBORO, N.C. BY \_\_\_\_\_

In re: )  
)  
Convenience USA, Inc. et al., )  
)  
\_\_\_\_\_  
Debtor )

**01-81478**  
Case No. 01- \_\_\_\_\_ C-11

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 20 LARGEST UNSECURED CLAIMS**

<u>Name &amp; Address</u>	<u>Contact &amp; Telephone Number</u>	<u>Approx. Amount</u>
McLane 7253 NC Hwy 48 Battleboro NC 27809		2,272,862.61
BP Amoco 200 E Randolph Dr Chicago IL 60601	(816) 968-5446	1,426,532.29
Marathon Oil 3201 Pointe Parkway Suite 200 Norcross GA 30092		584,540.42
Exxon 5959 Las Collinas Blvd Irving TX 75039	(800) 562-9186	386,444.79
Koch Refining Company LP 4550 North Pointe Pkwy Ste 380 Alpharetta GA 30022	(800) 666-9036	339,285.14
Star Enterprises Texaco Inc 2000 Westchester Ave White Plains NY 10605	(800) 825-7335	228,659.25
Chevron 575 Market St San Francisco CA 94105		211,696.63

Citgo Oil Co 6100 S Yale Ave Tulsa OK 74136	(918) 495-4000	207,841.67
Coca Cola Bottling Attn: Ms. Tanya Pierce 2275 Vanstory St Ste 201 Greensboro NC 27403		144,423.45
Pepsi Cola Bottling Chic Attn: Jim Kelley 3246 Nolen Ln Franklin TN 37064		116,754.23
Frito Lay Inc Attn: Greg Ferguson 7504 Precision Dr Raleigh NC 27613	(800) 776-2257	89,702.70
Florida Rock & Tank Line 155 E 21 <sup>st</sup> St Jacksonville FL 33221	(904) 355-1781	72,413.00
Dairy Fresh 915 Tuscaloosa St Greensboro AL 36744	(334) 624-3041	65,365.01
Motiva Entity 600 Shell Oil Co One Shell Plaza Houston TX 77252-2463		64,271.50
First Insurance Funding 135 S LaSalle Street Dept 8075 Chicago IL 60674-8075	(800) 837-3707	59,543.00
Herndon Oil Company Hwy 95 South Abbeville AL 36310	(334) 585-2216	55,616.30
Petrey Novelties 10345 Petry Hwy Luverne AL 36045	(334) 335-6582	44,465.36

Global Crossing\* (800) 249-4672 37,303.87  
P O Box 741276  
Cincinnati OH 45274-1276

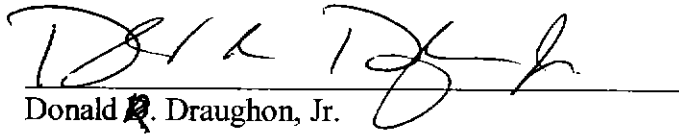
Ware Oil Co 35,164.37  
2715 S Byron Parkway  
Perry FL 32347

Southern Pump & Tank Co (070) 459-6437 28,963.22  
P O Box 751112 (4800 N. Graham St)  
Charlotte NC 28275-1112 (28269)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF  
CORPORATION OR PARTNERSHIP

I, Donald R. Draughon, Jr., the Chairman & Chief Executive Officer of  
Convenience USA, Inc., named as debtor in this case, declare under penalty of perjury that I have  
read the foregoing CONSOLIDATED LIST OF CREDITORS HOLDING 20 LARGEST  
UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date: May 21, 2001

  
Donald R. Draughon, Jr.  
Chairman and Chief Executive Officer

\*355 East Campus View Blvd., Suite 110  
Columbus OH 43235

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**NOTE:** The Debtors have requested the procedural consolidation and joint administration of these related Chapter 11 cases, and have requested that a single Official Committee of Unsecured Creditors be designated by the Bankruptcy Administrator from this consolidated list. No substantive consolidation has been requested and the Debtors may subsequently file an amended separate list of the creditors holding the 20 largest unsecured claims in each case at or about the time separate schedules of assets & liabilities are filed for each Debtor.

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF NORTH CAROLINA**

In re Convenience USA, Inc.,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**VERIFICATION OF LIST OF CREDITORS**

I hereby certify under penalty of perjury that the attached List of Creditors which consists of 45 pages, is true, correct and complete to the best of my knowledge.

Date May 20, 2001

Signature

  
DONALD R. DRAUGHON, JR.  
Chairman/Chief Executive Officer